

DATE	BUYER	SELLER	SYSTEMS	PRICE** (MIL)	BASIC SUBS.	PRICE / SUB***	CASH FLOW MULT.
May-97	Time Warner/ Advance/ Newhouse*	Adelphia*	Syracuse/ Henderson, NY	\$88.9	61,000	\$1,458	9.0
May-97	Adelphia*	Time Warner/ Advance/ Newhouse*	Lynchburg/ Dubois, VA	\$86.9	49,700	\$1,748	9.3
May-97	FrontierVision	Cablevision	Bangor, ME	\$78.0	53,000	\$1,471	9.0
May-97	Adelphia*	Time Warner*	Danville, VA	\$49.9	26,300	\$1,895	9.5
May-97	Time Warner*	Adelphia*	Columbus area, OH	\$12.6	9,100	\$1,387	8.5
May-97	Gans Multimedia	American CATV 5	St. Mary's Co., MD	\$27.4	19,400	\$1,414	7.8
May-97	Charter Communications II	Cencom Partners	Lincolnton, NC	\$21.4	15,200	\$1,414	7.8
May-97	TCI	US West Media	Twin Falls, ID	\$20.9	16,000	\$1,303	7.8
May-97	Rifkin Acquisition Partners	American CATV 5	Shelbyville, TN	\$14.4	11,600	\$1,242	7.5
May-97	Mediacom LLC	Cox Communications	Sun City, CA	\$13.4	10,000	\$1,342	8.5
May-97	TCI	US West Media	Ellensburg, WA	\$7.6	6,000	\$1,261	7.5
May-97	West Communications LLC	TriStar Cable	KS; MO; NB; OK	\$1.4	3,000	\$433	6.5
Jun-97	Cablevision	TCI	NY/NJ metro area	\$1,268.8	820,000	\$1,547	6.1
Jun-97	Falcon Holdings	TCI	CA; OR; WA	\$504.9	300,000	\$1,683	10.0
Jun-97	Adelphia/TCI JV	TCI	Buffalo, NY Erie, PA	\$350.0	166,000	\$2,108	10.0
Jun-97	Mediacom	American Cable 5	Dagsboro, DE	\$43.1	29,300	\$1,471	8.9
Jun-97	FrontierVision	Triax	Waterville, OH, et. al	\$30.2	20,800	\$1,452	9.3
Jun-97	Charter Communications II	Cencom Partners II	Pelzer, SC	\$27.4	21,300	\$1,283	7.5
Jun-97	Charter Communications	Cencom Partners	Sanford, NC	\$17.0	12,800	\$1,325	7.5

DATE	BUYER	SELLER	SYSTEMS	PRICE** (MIL.)	BASIC SUBS.	PRICE / SUB***	CASH FLOW MULT.
Jun-97	ETAN Industries	Cencom Partners II	Cleveland/ Jasper, TX	\$7.1	6,900	\$1,037	7.0
Jun-97	Adelphia	Mercom	Port St. Lucie, FL	\$3.8	1,900	\$2,000	10.7
Jun-97	Charter Communications II	Cencom Partners	Abbeville, SC	\$3.3	2,600	\$1,296	7.5
Jun-97	Northland Communications	Cencom Partners II	Marlin, TX	\$2.9	3,600	\$810	6.8
Jul-97	Intermedia Partners	TCI	KY	\$946.0	425,000	\$2,226	10.1
Jul-97	TCI/TCA JV	TCI	TX; LA	\$310.0	150,000	\$2,068	9.2
Jul-97	TCI/TCA JV	TCA Cable	TX; LA; NM	\$285.0	155,000	\$1,839	8.7
Jul-97	G Force LLC	InterMedia	Kauai, HI	\$24.0	12,000	\$2,065	8.6
Jul-97	Genesis Cable	McDonald Investment	Jackson Co., GA	\$45.0	21,000	\$2,035	8.9
Jul-97	G Force LLC	Rifkin & Associates	Kauai, HI	\$14.0	8,000	\$1,744	8.7
Jul-97	Fanch Communications	Leonard Communications	Hendricks, IN	\$6.0	5,000	\$1,328	7.7
Jul-97	Triax Midwest	Triax Association	Roselawn, IN	\$50.0	33,000	\$1,509	7.3
Aug-97	Mediacom	Cablevision	10 States	\$315.0	265,000	\$1,189	8.9
Aug-97	Jones Intercable	Jones Fund	Albuquerque, NM	\$223.0	113,000	\$1,977	8.6
Aug-97	Charter	Sonic	Logan, UT; Santa Cruz, San Luis Obispo, Riverbank, West Sacramento & Feather River, CA	\$183.0	117,000	\$1,562	8.0
Aug-97	FrontierVision	Cox	Cambridge, Coshocton, Newark, Marion, Logan & New Philadelphia, OH	\$144.0	85,000	\$1,694	9.0
Aug-97	Insight Communications	Cablevision	Rockford, IL	\$97.0	65,000	\$1,492	9.5

DATE	BUYER	SELLER	SYSTEMS	PRICE** (Mil.)	BASIC SUBS.	PRICE / SUB***	CASH FLOW MULT.
Aug-97	Cox Communications*	Insight Communications*	Phoenix, AZ	\$77.0	36,000	\$2,131	9.1
Aug-97	Insight Communications*	Cox Communications*	Lafayette, IL	\$77.0	38,000	\$2,018	9.6
Aug-97	Genesis	Milestone	Hoke Co., NC	\$2.0	2,000	\$1,145	7.0
Sep-97	TCI/TW JV	TCI	TX	\$1,326.0	520,000	\$2,550	9.1
Sep-97	TCI/TW JV	TW	TX	\$1,176.0	510,000	\$2,306	12.5
Sep-97	TCI*	Time Warner*	IL; NJ; PA	\$360.0	170,000	\$2,118	10.3
Sep-97	Time Warner*	TCI*	FL	\$360.0	200,000	\$1,800	10.0
Sep-97	TCI*	Time Warner*	Portland, OR	\$270.0	126,000	\$2,143	10.2
Sep-97	Time Warner*	TCI*	HI; OH; NY	\$270.0	133,000	\$2,030	10.2
Sep-97	KC Cable	TCI	Overland, KS	\$258.0	93,000	\$2,777	12.3
Sep-97	TCI*	Time Warner*	TX	\$203.0	117,000	\$1,735	8.7
Sep-97	Time Warner*	TCI*	TX	\$203.0	126,000	\$1,607	8.2
Sep-97	TCI*	Time Warner*	IL	\$144.0	72,000	\$2,000	10.3
Sep-97	Time Warner*	TCI*	ME; WI	\$144.0	77,000	\$1,870	9.1
Sep-97	TCI*	Time Warner*	PA; WY; MO	\$80.0	55,000	\$1,455	8.1
Sep-97	Time Warner*	TCI*	NY	\$80.0	62,000	\$1,290	6.2
Sep-97	Bresnan/TCI JV	TCI	MN; MI; NE; WI	\$800.0	445,000	\$1,798	8.6
Sep-97	Prime Cable	SBC Corp.	VA; MD	\$637.0	268,000	\$2,377	8.2
Sep-97	Post Newsweek*	TCA Cable*	Blackwell, OK	\$28.0	17,000	\$1,679	8.9
Sep-97	TCA Cable*	Post Newsweek*	Lufkin, TX	\$28.0	16,000	\$1,819	8.9
Sep-97	MediaCom	Jones Fund 1B C	Clearlake, CA	\$21.0	17,000	\$1,237	7.4
			<b>Total 01/97-9/97</b>	<b>\$13,199.0</b>	<b>6,949,300</b>		
			<b>Total 11/96-9/97</b>	<b>\$13,564.3</b>	<b>7,151,100</b>		

**NOTES:**

- \* System swaps
- \*\* The transaction prices are from Kagan. The transaction price is dependent upon the terms of each transaction and may or may not include debt.
- \*\*\* The calculations of Price/(Basic)Subscriber are from Kagan. These calculations are stated to be subject to rounding and reporting inconsistencies.
- (c) Indicates a "consummated transaction."
- (jv) Indicates a joint venture.

**SOURCES:**

Paul Kagan Associates, Inc., *First-Half 1997 Cable System Sales*, Cable TV Finance, Jul. 31, 1997, at 8;

Paul Kagan Associates, Inc., *Announced/Proposed Cable System Sales*, Cable TV Investor, Dec. 3, 1996, at 11; Jan. 7, 1997, at 12; Feb. 24, 1997, at 14; Mar. 10, 1997, at 13; Apr. 30, 1997, at 11; May 20, 1997, at 14; Jul. 9, 1997, at 10; Aug. 22, 1997, at 8; Sep. 10, 1997, at 4; Oct. 9, 1997, at 14.

Kent Gibbons, Finance, *MSO's Clustering Efforts Extend Beyond Top 10*, Multichannel News, Sep. 1, 1997, at 31.

Regina Matthews, *System Sales*, Cable World, Sep. 1, 1997, at 28.

Regina Matthews, *Swaps and Partnerships*, Cable World, Aug. 25, 1997, at 45.

*Mass Media Issues*, Communications Daily, Sep. 25, 1997, at 5; Dec. 2, 1997, at 5.

Table F-1

## MSO Ownership in National Programming Services

Programming Service	Launch Date	Ownership Percentage
Action Pay-Per-View	Sept-90	TCI (22)
AMC (American Movie Classics)	Oct-84	Cablevision Systems (75)
Animal Planet	Oct-96	TCI (49), Cox (24.5)
BET (Black Entertainment Television)	Jan-80	TCI (22)
BET on Jazz	Jan-96	TCI (22)
BET Movies	Feb-97	TCI (22)
The Box Worldwide	Dec-85	TCI (80)
Bravo	Feb-80	Cablevision Systems (50)
Cartoon Network	Oct-92	Time Warner (100)
Catalog 1	Apr-94	Time Warner (50)
Cinemax	Aug-80	Time Warner (100)
CNN	Jun-80	Time Warner (100)
CNNfn (The Financial Network)	Dec-95	Time Warner (100)
CNNI (formerly CNN International)	Jan-95	Time Warner (100)
CNN/SI	Dec-96	Time Warner (100)
Comedy Central	Apr-91	Time Warner (50)
Court TV	Jul-91	TCI (33.3), Time Warner (33.3)
Discovery Channel	Jun-85	TCI (49), Cox (24.5)
Discovery Civilization	Oct-96	TCI (49), Cox (24.5)
Discovery Kids	Oct-96	TCI (49), Cox (24.5)
Discovery Science	Oct-96	TCI (49), Cox (24.5)

Programming Service	Launch Date	Ownership Percentage
Discovery Travel and Living	Oct-96	TCI (49), Cox (24.5)
E! Entertainment	Jun-90	Comcast (34.5), Cox (10.4), MediaOne (10.4), TCI (10.4)
Encore	Jun-91	TCI (80)
Encore Love Stories	Jul-94	TCI (80)
Encore Westerns	Jul-94	TCI (80)
Encore Mysteries	Jul-94	TCI (80)
Encore Action	Sept-94	TCI (80)
Encore True Stories and Drama	Sept-94	TCI (80)
Encore WAM! America's Youth Network	Sept-94	TCI (80)
Fox Sports Americas (formerly Prime Deportiva)	Dec-93	TCI (25)
fX	Oct-94	TCI (50)
fXM: Movies from Fox	Nov-94	TCI (50)
GEMS International Television	Apr-93	Cox (50)
The Golf Channel	Jan-95	MediaOne (20.2)
Great American Country	Dec-95	Jones (89)
HBO (Home Box Office)	Nov-72	Time Warner (100)
HBO 2	Dec-75	Time Warner (100)
HBO 3	Oct-93	Time Warner (100)
Headline News	Jan-82	Time Warner (100)
Independent Film Channel	Sep-94	Cablevision Systems (75)
The International Channel	Jul-90	TCI (45)
Knowledge TV (formerly Mind Extension University)	Nov-87	Jones (89)
The Learning Channel	Nov-80	TCI (49) Cox (24.5)

Programming Service	Launch Date	Ownership Percentage
MuchMusic USA	Jul-94	Cablevision Systems (50)
Odyssey (formerly Faith and Values)	Oct-93	TCI (49)
Outdoor Life Network	Jul-95	Cox (45), Comcast (22.5), MediaOne (22.5)
Ovation: The Arts Network	Apr-96	Time Warner (50)
Prevue Channel	Jan-88	TCI (40.5)
Prime Network	Jan-93	TCI (33) Cablevision Sys. (25)
Product Information Network (PIN)	Apr-94	Cox (50)
QVC	Nov-86	Comcast (57) TCI (43)
Q2	Sept-94	Comcast (57) TCI (43)
Request Television	Nov-85	TCI (40)
Request 2	Jul-88	TCI (40)
Request 3-5	Sept-93	TCI (40)
Romance Classics	Jan-97	Cablevision Systems (75)
Speedvision	Dec-95	Cox (45), Comcast (22.5), MediaOne (22.5)
Starz! - encore 8	Feb-94	TCI (100)
Starz!2 - encore 8	Mar-96	TCI (100)
TBS	Dec-76	Time Warner (100)
TNT (Turner Network Television)	Oct-88	Time Warner (100)
The Travel Channel	Feb-87	TCI (34), Cox (17)
Turner Classic Movies	Apr-94	Time Warner (100)
TV Food Network (TVFN)	Nov-83	MediaOne (10), Cox (1.9)

Programming Service	Launch Date	Ownership Percentage
Viewers Choice	Nov-85	Cox (20), Time Warner (17), MediaOne (12), Comcast (11), TCI (10)
Viewers Choice: Hot Choice	Jun-86	Cox (20), Time Warner (17), MediaOne (12), Comcast (11), TCI (10)
Viewers Choice: Continuous Hits 1,2,3	Feb-93	Cox (20), Time Warner (17), MediaOne (12), Comcast (11), TCI (10)

Sources: NCTA Comments at Tbl. A3. EchoStar Reply Comments at Ownership Chart. NCTA, *National Video Services*, Cable Television Developments, Spring 1997, at 28-95. Paul Kagan Assocs., Inc., *Multiple Network Owners*, Cable TV Programming, May 31, 1997, at 2-5. TCI Shareholder Report, 1997, at 14-15. Jones Intercable Prospectus Supplement, August 1, 1997, at S-24. Merrill Lynch & Co. Investment Report for Cablevision Systems, June 12, 1997, at 4.



Table F-2

**Existing National Programming Services  
Not Affiliated With a Cable Operator**

<b>Programming Service</b>	<b>Launch Date</b>
Adam & Eve Channel	Feb-94
Adultvision	Jul-95
All News Channel	Nov-89
America's Health Network	Mar-96
ANA Television Network	Dec-91
Arts & Entertainment (A&E)	Feb-84
Asian American Satellite TV	Jan-92
Bloomberg Information Television	Jan-95
CBS TeleNoticias	1997
CNET: The Computer Network	Jan-95
C-SPAN*	Mar-79
C-SPAN 2*	Jun-86
Cable Video Store	Apr-86
Canal Sur	Aug-91
Channel America Television Network	Jun-88
Children's Cable Network	May-95
Cine Latino	Dec-94 (in U.S.)
Classic Sports Network	May-95
Classic Arts Showcase	May-94
CMT: Country Music Television	Mar-83
CNBC	Apr-89
Consumer Resource Network	Dec-94
Crime Channel	Jul-93

Programming Service	Launch Date
Deep Dish TV	Jan-86
Disney Channel	Apr-83
The Ecology Channel	Nov-94
Employment Channel	Feb-92
ESPN	Sep-79
ESPN2	Oct-93
ESPNEWS	Nov-96
Ethnic-American Broadcasting Co.	1992
EWTN: Global Catholic Network	Aug-81
Eye on People	Mar-97
The Family Channel	Apr-77
Fashion Network	Jul-96
The Filipino Channel	Apr-91
FiT TV	Dec-93
Flix	Aug-92
Foxnet	Jul-91
Fox News Channel (FNC)	Oct-96
Galavision	Oct-79
Game Show Network	Dec-94
Gay Entertainment Television	Nov 95
The History Channel	Jan-95
Home & Garden Television	Dec-94
Home Shopping Network**	Jul-85
Home Shopping (Spree!)**	Sept-86
HTV	Aug-95
The Inspirational Network (INSP)	Apr-78

Programming Service	Launch Date
Jackpot Channel	Oct-96
Jewish Television Network	1981
Kaleidoscope	Sep-90
Ladbroke Racing Channel	Nov-84
Las Vegas Television Network	Nov-91
Lifetime Television	Feb-84
The Movie Channel (TMC)	Dec-79
Mor Music TV	Aug-92
MSNBC	Jul-96
MTV: Music Television	Aug-81
MTV Networks Latin America (formerly MTV Latino)	Oct-93
M2: Music Television	Aug-96
The Music Zone	Apr-95
My Pet TV	Sep-96
NASA Television	Jul-91
National & International Singles Television Network	Apr-95
NBC News Channel (formerly Canal de Noticias NBC)	Mar-93
NET - Political NewsTalk Network	Dec-93
Network One	Dec-93
Newsworld International	Sep-94
Nickelodeon/Nick at Nite	Apr-79
Nick at Nite's TV Land	Apr-96
Nostalgia Channel	Feb-85
Outdoor Channel	Apr-93
Planet Central Television	May-95
Playboy TV	Nov-82

Programming Service	Launch Date
Praise Television	Dec-96
The Recovery Network	Feb-97
Sci-Fi Channel**	Sept-92
SCOLA	Aug-87
Shop at Home	Jun-86
Showtime	Jul-76
SingleVision	Jun-94
Spice	May-89
Student Film Network	Nov-94
Sundance Channel	Feb-96
Telemundo	Jan-87
TNN: The Nashville Network	Mar-83
Total Communications Network	Nov-95
Trinity Broadcasting Network	Apr-78
TRIO	Sep-94
Tropical Television Network	Aug-96
TV Asia	Apr-93
TV Japan	Jul-91
U Network	Oct-89
Univision	Sep-76
USA Network**	Apr-80
ValueVision	Oct-91
VH-1	Jan-85
Via TV Network	Aug-93
Video Catalog Channel	Oct-91
The Weather Channel	May-82
WorldJazz	Jul-95

Programming Service	Launch Date
The Worship Network	Sep-92
Z Music	Mar-93

\* Currently, there are no MSO ownership interests in C-SPAN and C-SPAN 2. However, several MSOs provide funding to C-SPAN and are represented on the board of directors as voting members.

\*\* TCI (Liberty Media) will reportedly have a 15% non-voting interest if the announced merger with Home Shopping Network is completed. (See Chris Parkes, *HSN in \$5bn Universal Studios Deal*, Financial Times, Oct. 21, 1997, at 19.)

Sources: NCTA Comments at Tbl. A4. EchoStar Reply Comments at Ownership Chart. National Cable Television Assoc., Inc., *National Video Services*, Cable Television Developments, Spring 1997, at 28-95. Paul Kagan Assocs., *Multiple Network Owners*, Cable TV Programming, May 31, 1997, at 2-5. TCI Shareholder Report, 1997, at 14-15. Jones Intercable Prospectus Supplement, August 1, 1997, at S-24. Merrill Lynch & Co. Investment Report for Cablevision Systems, June 12, 1997, at 4.

**TABLE F-3**  
**Planned National Programming**  
**Services Affiliated With a Cable Operator**

<b>Programming Service</b>	<b>MSO Affiliation</b>	<b>Expected Launch Date</b>
American Sports Classics	Cablevision Systems	TBA
BBC America	TCI, Cox	Early 1998
International Channel Networks	Encore Media Group, International Media Group	End of 1997
The Parents Channel	Malofilm Communications	TBA
World African Network	Time Warner	1998

\* "Ownership Interest" refers to a 5% or greater interest in the programming service.

TBA - To Be Announced.

Sources: National Cable Television Assoc., *Planned Services*, Cable Television Developments, Spring 1997, at 124-137. *1997 Programming Guide*, Private Cable & Wireless Cable, May 1997, at A1. Kim McAvoy and Carolyn West, *Cable's Contenders*, Broadcasting & Cable, May 12, 1997, at 63. *Database*, Cablevision, Oct. 6, 1996, at 46.

TABLE F-4

**Planned National Programming Services  
Unaffiliated With a Cable Operator**

<b>Programming Service</b>	<b>Expected Launch Date</b>
The ABZ Channel	Early 1998
Air & Space Network	TBA
American Legal Network	TBA
American Political Channel	TBA
American West Network	TBA
Anthropology Programming and Entertainment	Early 1998
Anti-Aging Network	TBA
Applause Networks	1998
Arena - The Classic Music Channel	TBA
Arts & Antiques Network	TBA
The Auto Channel	December 1997
Automotive Television Network	TBA
The B-Movie Network	1998
The Benefit Network	1998
The Biography Channel	TBA
Black Women's TV	TBA
Boating Channel	TBA
Booknet	TBA
Career & Education Opportunity Network	March 1998
Catalogue TV	TBA
Celtic Vision	1998
CEO Channel	TBA
Channel 500	TBA
Chop TV	TBA

Programming Service	Expected Launch Date
Collectors Channel	Mid 1998
Computer Shopping Channel	TBA
Conservative Television Network	TBA
The Creative Channel	TBA
The Enrichment Channel	TBA
FAD TV (Fashion & Design Television)	1997
Fashion Network	TBA
Fitness Interactive	4th Qtr 1997
The Football Channel	1998
GETv Network	TBA
Global Village Network	TBA
Golden American Network	4th Qtr 1997
The Gospel Network	1997
Hobby Craft Network	TBA
Home Improvement TV Network	TBA
Jock Talk TV	1997
Little Leaguers Sports/News Network	TBA
The Love Network	December 1997
M1 - The Museum Channel	TBA
The MBC Movie Channel	TBA
Martial Arts Network	1998
The Military Channel	1st Qtr 1998
NationTalk	TBA
Native American Nations Program Network	TBA
New Science Network	1997
Oasis TV	TBA
Orb TV	1998
The Outlet Mall Network	1997



Programming Service	Expected Launch Date
Parent Television	4th Qtr 1998
Parenting Satellite Television Network	1st Qtr 1998
Performance Showcase	4th Qtr 1997
The Pet Television Network	TBA
Premiere Horse Network	1st Qtr 1998
Prime Life Network	1998
Real Estate Network	TBA
Seminar TV Network	February 1998
Sewing and Needle Arts Network	TBA
Soap Channel	TBA
Space Television Network	TBA
The Success Channel	TBA
Talk TV Network	1998
The Technology Channel	TBA
The Theater Channel	4th Qtr 1997
Therapy Channel Network	TBA
Toon Disney	April 1998
TRAX Television Network	TBA
TV Games Network	4th Qtr 1998
ZDTV: Your Computer Channel	1st Qtr 1998

TBA - To Be Announced.

Sources: National Cable Television Assoc., *Planned Services*, Cable Television Developments, Spring 1997, at 124-137. *1997 Programming Guide*, Private Cable & Wireless Cable, May 1997, at A1. Kim McAvoy and Carolyn West, *Cable's Contenders*, Broadcasting & Cable, May 12, 1997, at 63. *Database*, Cablevision, Oct. 6, 1996, at 46.

TABLE F-5

**Top Eight MSO Ownership in National Programming,  
MSO Rank in Order by Subscribers**

Services	Subs. (Mill.)	TCI	Time Warner	Media One	Comcast	Cox	Cable- vision Systems	Adelphia	Time Cable
Action Pay- Per-View	8.0	22%							
AMC	67.0						75%		
Animal Planet	27.6	49%				24.5%			
BET	51.6	22%							
BET on Jazz	2.5	22%							
BET Movies	.3	22%							
The Box Worldwide	24.5	80%							
Bravo	30.0						50%		
Cartoon Network 1/	45.8		100%						
Catalog 1	*		50%						
Cinemax	8.9		100%						
CNN 1/	72.4		100%						
CNNfn - The Financial Network 1/	8.4		100%						
CNNI 1/	6.5		100%						
CNN/SI	.6		100%						
Comedy Central	45.3		50%						
Court TV	32.4	33.3%	33.3%						
Discovery Channel	72.7	49%				24.5%			

Services	Subs. (MIL)	TCI	Time Warner	Media One	Comcast	Cox	Cable- vision Systems	Adelphia	James Cable
Discovery Civilization	*	49%				24.5%			
Discovery Kids	*	49%				24.5%			
Discovery Science	*	49%				24.5%			
Discovery Travel and Living	*	49%				24.5%			
E!	46.0	10.4%		10.4%	34.5%	10.4%			
Encore	10.0	80%							
Encore Love Stories	12.0	80%							
Encore Westerns	**	80%							
Encore Mysteries	**	80%							
Encore Action	**	80%							
Encore True Stories	**	80%							
Encore WAM!	**	80%							
Fox Sports Americas	3.7	25%							
fX	32.7	50%							
fXM: Movies from Fox	5.3	50%							
GEMS International Television	6.0					50%			

Services	Subs. (MIL.)	TCI	Time Warner	Media One	Comcast	Cox	Cable- vision Systems	Adelphia	Spectrum Cable
The Golf Channel	11.0			20.2%					
Great American Country	1.2								89%
HBO	20.8		100%						
HBO 2	*		100%						
HBO 3	*		100%						
Headline News 1/	66.9		100%						
Independent Film Channel	8.0						75%		
International Channel	7.4	45%							
Knowledge TV	26.0								89%
Learning Channel	61.2	49%				24.5%			
MuchMusic	9.2						50%		
Odyssey	30.9	49%							
Outdoor Life	8.0			22.5%	22.5%	45%			
Ovation	3.0		50%						
Prevue Channel	49.8	40.5%							
Prime Network	50.8	33%					25%		
Product Information Network	8.0					50%			

Services	Sales (MIL)	TCI	Time Warner	Media One	Comcast	Cox	Cable- vision Systems	Adelphia	Juno Cable
QVC	63.0	43%			57%				
Q2	10.9	43%			57%				
Request Television: Request 1	35.0	40%							
Request Television: Request 2	*	40%							
Request Television 3-5	*	40%							
Romance Classics	8.0						75%		
Speedvision	11.0			22.5%	22.5%	45%			
Starz!	4.8	100%							
Starz!2	*	100%							
TBS 1/	71.6		100%						
TNT 1/	72.3		100%						
The Travel Channel	20.5	34%				17%			
Turner Classic Movies 1/	18.3		100%						
TV Food Network 2/	27.7			10%		1.9%			

Services	Subs. (ML)	TCI	Time Warner	Media One	Comcast	Cox	Cable- vision Systems	Adelphia	Jones Cable
Viewers Choice	38.0	10%	17%	12%	11%	20%			
Viewers Choice: Hot Choice	***	10%	17%	12%	11%	20%			
Viewers Choice: Continuous Hits 1, 2, 3	***	10%	17%	12%	11%	20%			

**Sources:**

Sources for subscriber counts: Paul Kagan Assocs., Inc., *September 30 Network Census*, Cable TV Programming, Oct. 31, 1997, at 12. National Cable Television Assoc, *National Video Services*, Cable Television Developments, Spring 1997, at 28-95. Sources for ownership percentages: Paul Kagan Assocs., Inc., *Multiple Network Owners*, Cable TV Programming, May 31, 1997, at 2-5. EchoStar Reply Comments at Ownership Chart. TCI Shareholder Report, 1997, at 14-15. Jones Intercable Prospectus Supplement, Aug. 1, 1997, at S-24. Merrill Lynch & Co. Investment Report for Cablevision Systems, Jun. 12, 1997, at 4. Ownership interests reported for earlier periods may not reflect current ownership.

**Notes:**

- \* Indicates subscriber amount is not available.
- \*\* Subscribership of 12.0 million includes all of Encore's six Thematic Multiplex channels (See National Cable Television Assoc., Cable Television Developments, Spring 1997, at 48).
- \*\*\* Subscribership of 16.0 million includes all six Viewers Choice channels (See National Cable Television Assoc., Cable Television Developments, Spring 1997, at 92).
- 1/ Previously a Turner Broadcasting programming service.
- 2/ Scripps Howard has a majority interest in TV Food Network. See *Mass Media Comm. Daily*, Sept. 5, 1997. Others having less than 5% interest are Adelphia Communications, Times Mirror and C-TEC.

TABLE F-6

**Top 50 Programming  
Services by Subscribership**

Rank	Programming Network (Top 50)	Number of Subscribers (Millions) <sup>1</sup>	MSO Ownership Interest in Network
1	TBS	73.2	Time Warner (100%)
2	ESPN	72.9	None
3	The Discovery Channel	72.7	TCI (49%), Cox (24.5%)
4	USA	72.5	None
5	CNN	72.4	Time Warner (100%)
6	TNT	72.3	Time Warner (100%)
7	C-SPAN	71.8	None <sup>2</sup>
8	Nickelodeon/Nick at Nite	71.3	None
9	The Family Channel	70.9	None
10	TNN (The Nashville Network)	70.6	None
11	Arts & Entertainment (A&E)	70.2	None
12	Lifetime Television	69.6	None
13	The Weather Channel	68.8	None
14	MTV	68.0	None
15	AMC (American Movie Classics)	67.0	Cablevision Systems (75%)
16	Headline News	66.9	Time Warner (100%)
17	CNBC	63.4	None
18	QVC	63.0	Comcast (57%), TCI (43%)

<sup>1</sup>For services offered on a per channel basis, the number of subscribers represents the number of units paying for the individual programming service. For other programming services, the number of subscribers represents the number of cable subscribers to whom the service is available on a programming tier.

<sup>2</sup>Cable affiliates provide 95% of funding for C-SPAN and C-SPAN II, but have no ownership or program control interests. *NCTA Comments*, at Tbl. A1. DBS licensees provide the other 5% of funding and also have no ownership or program control interests.

Rank	Programming Network (Top 50)	Number of Subscribers (Millions)	MSO Ownership Interest in Network
19	The Learning Channel (TLC)	61.2	TCI (49%), Cox (24.5%)
20	VH-1	60.1	None
21	Home Shopping Network	54.4	None
22	ESPN2	51.8	None
23	BET	51.6	TCI (22%)
24	Prevue Channel	49.8	TCI (40.5%)
25	C-SPAN II	48.4	None
26	E! Entertainment	46.0	Comcast (34.5), Cox (10.4), Media One (10.4), TCI (10.4)
27	Sci-Fi Channel	46.0	None
28	Cartoon Network	45.8	Time Warner (100)
29	Comedy Central	45.3	Time Warner (50)
30	The History Channel	42.5	None
31	CMT: Country Music Television	41.7	None
32	MSNBC	38.0	None
33	FX	32.7	TCI (50)
34	Court TV	32.4	TCI (33.3), Time Warner (33.3)
35	Disney Channel	31.0	None
36	Odyssey (formerly Faith and Values)	30.9	TCI (49)
37	Bravo	30.0	Cablevision Systems (50)
38	TV Food Network	27.7	MediaOne (10), Cox (1.9)
39	Animal Planet	27.6	TCI (49), Cox (24.5)
40	Knowledge TV	26.0	Jones (89)
41	The Box Worldwide	24.5	TCI (80)
42	Fox News Channel	23.0	None
43	The Travel Channel	20.5	TCI (34), Cox (17)



Rank	Programming Network (Top 50)	Number of Subscribers (Millions)	MSO Ownership Interest in Network
44	Nick at Nite's TV Land	19.6	None
45	Turner Classic Movies	18.3	Time Warner (100)
46	The Inspiration Network	11.2	None
47	The Golf Channel	11.0	MediaOne (20.2)
48	Speedvision	11.0	Cox (45), Comcast (22.5), MediaOne (22.5)
49	Q2	10.9	Comcast (57), TCI (43)
50	Classic Sports Network	10.4	None

\* Superstations included in the source data are not included in this ranking.

Source: Paul Kagan Assocs., Inc., *September 30 Network Census*, Cable TV Programming, Oct. 31, 1997, at 12.